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Lea Pauley Goff (admitted *pro hac vice*) Emily L. Pagorski (admitted *pro hac vice*)

Counsel for Creditor, Tempur Sealy International, Inc. and its affiliates

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Case No. 18-23538-RDD

SEARS HOLDING CORPORATION, et al., : Chapter 11

Chapter

Debtors.<sup>1</sup> : (Jointly Administered)

----- X

#### **CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on August 3, 2020, I electronically filed Tempur Sealy International, Inc.'s Response To Debtors' Twentieth Omnibus Objection To Proofs Of Claim (Reduced/Reclassified Claims) (Docket No. 8348) (the "Response"), on behalf of Tempur Sealy

<sup>1 -</sup>

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331): Sears, Roebuck and Co. (0680): ServiceLive Inc. (6774): SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brand Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

International, Inc. and its affiliates, with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all CM/ECF participants in this case.

**I FURTHER CERTIFY**, that on August 3, 2020, I served a true and correct copy of the Response via Federal Express Priority Overnight Delivery to the parties listed on the attached **Exhibit A**, pursuant to the Amended Case Management Order (Docket No. 405).

**I FURTHER CERTIFY**, that on August 3, 2020, I served a true and correct copy of the Motion via electronic mail to the parties listed on the attached **Exhibit B**, pursuant to the Amended Case Management Order (Docket No. 405).

Date: August 3, 2020 Respectfully submitted,

/s/ Lea Pauley Goff

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8284968.1

# **EXHIBIT A**

#### 18-23538-shl Doc 8349

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Office of the United States Trustee for Region 2 Attn: Paul Schwartzberg, Esq. 201 Varick Street, Suite 1006 New York, New York 10014

Cleary, Gottlieb Attn: Sean A. O'Neal, Esq. One Liberty Plaza New York, New York 10006

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## Filed 08/03/20 Entered 08/03/20 12:19:57 Main Document Pg 4 of 24

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Wilmorite Management Group LLC
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Skadden, Arps, Slate, Meagher & Flom LLP Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq. and George R. Howard, Esq. 4 Times Square New York, New York 10036 Kelley Drye & Warren LLP Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., T. Charlie Liu, Esq. 101 Park Avenue New York, New York 10178

Locke Lord LLP Attn: Brian A. Raynor, Esq. 111 South Wacker Drive Chicago, Illinois 60606 BST International Fashion Ltd. Attn: A.R. Shrinivasan
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Weil, Gotshal & Manges LLP Attn: Ray C. Schrock, Jacqueline Marcus, Garret Fail & Sunny Singh 767 Fifth Avenue New York, New York 10153

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# EXHIBIT B

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ricasury	Treasury	Tiarris	5050 W. Grand Bivd.	200	Detroit	1711	40202	313 430 0140		idizengoff@akingump.com
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Corporation, et al.	Feld LLP	Brauner	One Bryant Park		New York	NY	10036	212-872-1000	212-872-1002	sbrauner@akingump.com
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U.S. Bank, National Association as Trustee,										
Successor-in-interest to Bank of America, N.A., as										
Trustee, Successor-by-merger to LaSalle Bank										
National Association, as Trustee for Morgan										
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			<b>'</b>		New York	NY	10111	212-589-4200	212-589-4201	fkhan@bakerlaw.com
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Real Estate Co., GS Pacific ER, LLC, PGIM Real										
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Independence Center, LLC, and White Plains										
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Partners LLC, Kravco Company, Brixmor Property										
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Poughkeepsie Galleria LLC, Salmon Run Shopping										
Center, L.L.C., S&R Company of West Seneca										
NewCo, LLC, Washington Commons NewCo LLC,										
and DGI LS, LLC, Light 125 James West LLC,				125 East Jefferson						
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known as Wilshire Business Center, a California		Attn: Michael W. Malter, Julie H.								michael@bindermalter.com
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Limited Partnership; Cansan Company, LLC; Fairsan										
Company LLC; Floreff LLC; Fundamentals Co LLC;										
Greenmich LLC; Hareff LLC; Hillsborough										
Associates; Jeffrey Sandelman, Alison Schreier and										
Tracey Brewer, Successor Co-Trustees of the Pasan										
Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC;										
Sugencole LLC; Sugengran LLC; Sugengran LLC; and										
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פאקטווסנטיים בבט	DIGHT ROTHE LLI	, tean Jerney Miloues	1525 Lyc Street IVVV	1	**usilligton	DC	20000	202 420 3130	202 373 3307	Januares Brankhome.com

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Aleff LLC; Arcolo Limited Partnership; Cansan											
Company, LLC; Fairsan Company LLC; Floreff LLC;											
Fundamentals Co LLC; Greenmich LLC; Hareff LLC;											
Hillsborough Associates; Jeffrey Sandelman, Alison											
Schreier and Tracey Brewer, Successor Co-Trustee											
of the Pasan Trust; Mantkin LLC; Musue LLC;											
Nathan Alison LLC; Sugencole LLC; Sugengran LLC;		Attn: Stanley B. Tarr, Evan J.	1271 Avenue of the								Tarr@BlankRome.com
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1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF										
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The County of Hays, Texas, The County of											
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Groesbeck Independent School District, The City of	=										
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District, City of Waco and/or Waco Independent											
School District, Midland Central Appraisal District,											
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Central Appraisal District of Taylor County, Terry											
County Appraisal District, The County of Wharton,	MaCaran Wasalla Basas 0										
Texas and The County of Williamson, Texas, (jointly							7000		- 40 000 0000	540 000 0005	
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Association, Inc.	Sorenson Van Leuven, PLLC	Attn: James E. Sorenson	PO Box 3637		Tallahassee	EI	32315-3637		850-388-0500	850-391-6800	bk@svllaw.com
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Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf	200	P.O. Box 5131	Springfield	111	62705-5131		217-544-1144	217-522-3173	darolf@sorlinglaw.com
Sam Pugn, and Charles F. Pugn	Sorning Northrup	Attn: Mary A. Callahan Vice	The Bank of New York	2 N. LaSalle Street –	Springfield	IL	02705-5151		217-544-1144	217-322-3173	uaron@sorningiaw.com
Tan F Consumed Condition	SDAC Madium Tama Natas	•			Chicago		C0C02		242 027 0546		man no callaban @bayan allan agan
Top 5 Secured Creditor	SRAC Medium Term Notes	President	Mellon Trust Company	Suite 700	Chicago	IL	60602		312-827-8546		mary.callahan@bnymellon.com
Table 5 Control Condition	CDAC Harris and Nation	Attn: Mary A. Callahan Vice	The Bank of New York	2 N. LaSalle Street –	Claire and		60602		242 027 0546		
Top 5 Secured Creditor	SRAC Unsecured Notes	President	Mellon Trust Company	Suite 700	Chicago	IL	60602		312-827-8546		mary.callahan@bnymellon.com
Counsel to Levin Management Corporation,									600 240 7450	500 005 0500	
Phillips Edison & Company, Conopco Inc. dba		Attn: Thomas S. Onder, Joseph H.							609-219-7458,	609-896-0629,	tonder@stark-stark.com
Unilever	Stark & Stark, P.C.	Lemkin	P.O. Box 5315	2445 61 1 2 11 1	Princeton	NJ	08543		609-791-7022	609-896-0629	jlemkin@stark-stark.com
State of Nebraska, Nebraska Game and Parks			Office of the Nebraska	2115 State Capitol							
Commission	State of Nebraska	Attn: Carlton W. Wiggam	Attorney General	Building	Lincoln		68509-8920		402-471-2682	402-471-1929	Carlton.Wiggam@Nebraska.gov
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Counsel for the Subsidiaries of Verizon			1775 Pennsylvania Ave.,								
Communications Inc.	Stinson LLP	Attn: Darrell W. Clark	NW, Suite 800		Washington	DC	20006		202-785-9100	202-572-9991	darrell.clark@stinson.com
	Streusand, Landon, Ozburn &										
Counsel to Dell Financial Services L.L.C	Lemon, LLP	Attn: Sabrina L. Streusand	1801 S. Mopac Expressway	Suite 320	Austin	TX	78746		512-236-9901	512-236-9904	streusand@slollp.com
		Attn: Kristopher M. Hansen,									khansen@stroock.com
Counsel to Och-Ziff Capital Structure Arbitrage		Jonathan D. Canfield, Sayan									jcanfield@stroock.com
Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Bhattacharyya	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	sbhattacharyya@stroock.com
Counsel to Robert A. Catalfamo, Lavarita D.											
Meriwether and Plaintiffs in the consolidated											
ERISA Action (the "ERISA Plaintiffs)	Stull, Stull & Brody	Attn: Patrick Slyne	6 East 45th Street		New York	NY	10017		212-687-7230	212-490-2022	pkslyne@ssbny.com
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE COUNTR	Y PHONE	FAX	EMAIL
DESCRIPTION	IVAIVIE		ADDRESS I	ADDITESS 2	CITT	JIAIL	TOSTAL CODE COONTR	ITIOITE	IAA	dietdericha@sullcrom.com
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	Sullivan & Cromwell LLP	Zylberberg, Robert A. Sacks	125 Broad Street		New York	NY	1004-2498	212-558-1100	212-558-3588	gluecksteinb@sullcrom.com
and the Fairnoinie Funds, inc., Steven 1. Windchin	Sumvan & Croniwen LLP	Zylberberg, Robert A. Sacks	123 Broad Street		New fork	INT	1004-2496	212-336-1100	212-336-3366	glueckstellib@sulicioiii.com
Counsel for Izek Shomof and Alene Shomof										
Irrevocable Children's Trust Dated February 11,	SulmeyerKupetz, A Professional	Attn: David S. Kupetz & Claire K.								dkupetz@sulmeyerlaw.com
1999, Vegas Group, LLC, and East River Group, LLC	Corporation	Wu	333 South Grand Avenue	Suite 3400	Los Angeles	CA	90071	213-626-2311	213-629-4520	ckwu@sulmeyerlaw.com
Counsel to Infiiloom India Private Ltd., Weavetex										
Overseas, Sumit Textile Industries, and Weavetex										
	Suri Law Office	Attn: Vivek Suri, Esq.	20 Vesey Street	Suite 300	New York	NY	10007	212-537-6936		lawyer@surilawoffice.com
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relietteri	Bladel 1.e.	Attii. Brace Wi. Sattiii, Esq.	101 Grovers will Road	Suite 200	Lawicheevine	143	00040	003 273 0400	003 773 0008	bsacting szarciman.com
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Course to William de Woo Electronies / Wilerica, Inc.	Tannenbaum Helpern Syracuse		443 Filti Ave. Saite SE		IVEW TOTA	141	10010	212 773 7770		taleno, & aoneom
Counsel to Vertical Industrial Park Associates	& Hirschtritt LLP	Attn: Michael J. Riela	900 Third Avenue	13th Floor	New York	NY	10022	212-508-6700	212-371-1084	Riela@thsh.com
Counsel to vertical industrial Fair Associates	C THISCHUILL LLF	Actii. Wildiaei J. Nicia	Joo miliu Avellue	130111001	Bloomfield	INI	10022	212-300-0700	212-3/1-1004	meia@tiisii.com
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Successor Trustee for the SRAC Unsecured PIK	Taubman Landlords	Attn: Andrew S. Conway	200 East Long Lake Road	Suite 300	ПШ5	IVII	40304	248-238-/42/		aconway@taubman.com
	The Bank of Nov. Varie Marile	Attn: Cornorato Trust								
Notes, SRAC Unsecured Notes, and the SRAC	The Bank of New York Mellon	Attn: Corporate Trust	101 Barrier Ct. Flagr 014		NI - Ward	NI)/	10206			
Medium Term Notes	Trust Company	Administration	101 Barclay St., Floor 8W		New York	NY	10286			
	The Law Office of Thomas A.									
Counsel to Stockton Mariposa LLC	Farinella, P.C.	Attn: Thomas A. Farinella, Esq.	260 Madison Avenue	Suite 8090	New York	NY	10016	917-319-8579		tf@lawtaf.com
		Attn: Judith Starr, Kartar S. Khalsa,								
Top 5 Secured Creditor and Pension Benefit	The Pension Benefit Guaranty	William McCarron, Jr., & Adi	Office of the General					202-326-4400;		mccarron.william@pbgc.gov
Guaranty Corporation ("PBGC")	Corporation (PBGC)	Berger, Director	Counsel	1200 K Street, N.W.	Washington	DC	20005-4026	202-326-4020	202-326-4112	efile@pbgc.gov
Counsel to Mien Co., Ltd., Helen Andrews Inc,										
Strong Progress Garment Factory Company										
Limited, Shanghai Fochier	The Sarachek Law Firm	Attn: Joseph E. Sarachek	101 Park Avenue	27th Floor	New York	NY	10178	212-808-7881	646-861-4950	joe@saracheklawfirm.com
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Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle	3900 Key Center	127 Public Square	Cleveland	ОН	44114-1291	212-908-3994	212-344-6101	Curtis.Tuggle@ThompsonHine.com
Counsel to the Movant, Martha G. West	Tirelli Law Group, LLC	c/o Linda M. Tirelli, Esq.	50 Main Street, Suite 1265		White Plains	NY	10606	914-732-3222		ltirelli@tw-lawgroup.com
	TJ Tianxing Kesheng Leather		No. 2 Jianshe Road Baodi					86-22-		
Top 20 Unsecured Creditor	Products Co Ltd	Attn: Power Wang	District		Tianjin	Tianjin	301800 China	29243522		powerwangtxks@vip.126.com
		Attn: Herbert H. Slatery III, Marvin	c/o TN Attorney General's							
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			600 Third Avenue, 15th							
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										frankoswald@teamtogut.com
Counsel to Tannor Capital Advisors LLC, as the		Attn: Frank A. Oswald, Neil Berger,								neilberger@teamtogut.com
general partner of Tannor Partners Credit Fund	Togut, Segal & Segal LLP	Minta J. Nester	One Penn Plaza, Suite 3335		New York	NY	10119	212-594-5000	212-967-4258	mnester@teamtogut.com
	_									-
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Counsel to Steven Bruce as Trustee of the Steven										
Bruce Revocable Trust, Cara Bruce and Lou Cuida										
as Trustee of the Cara Bruce Irrevocable Trust, and										
Allison Bruce and Lou Cuida as Trustees of the										
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Allison Bruce Irrevocable Trust (collectively, the			301 S. College Street, Suite							

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
Counsel to Biltmore Commercial Properties I, LLC,											
Steven Bruce as Trustee of the Steven Bruce											
Revocable Trust, Cara Bruce and Lou Cuida as											
Trustee of the Cara Bruce Irrevocable Trust, and											
Allison Bruce and Lou Cuida as Trustees of the											
Allison Bruce Irrevocable Trust (collectively, the		Attn: Bret D. Goodman, Alissa K.									Brett.Goodman@troutman.com
"Bruce Trusts")	Troutman Sanders LLP	Piccione	875 Third Avenue		New York	NY	10022		212-704-6000	212-704-6288	Alissa.Piccione@troutman.com
Brace Trasts /	Troutman Sanders EE	riccione	675 Tillia Avellae		INCW TOTK	141	10022		212 704 0000	212 704 0200	David.Jones6@usdoj.gov
											Jeffrey.Oestericher@usdoj.gov
											Carina.Schoenberger@usdoj.gov
											Lawrence.Fogelman@usdoj.gov
United States Attorney's Office for the Southern	US Attorney for Southern										Peter.Aronoff@usdoj.gov
District of New York	District of New York	Attn: Bankruptcy Division	86 Chambers Street	3rd Floor	New York	NY	10007		212-637-2200	212-637-2685	Linda.Riffkin@usdoj.gov
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of Hoffman Estates, Agri-Fab, Inc.	Vedder Price P.C.	Etzel, Joshua A. Dunn	1633 Broadway	31st Floor	New York	NY	10019		212-407-7700	212-407-7799	jdunn@vedderprice.com
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Company	Verizon Capital Corp.	Attn: Marva M. Levine	221 East 37th Street	7th Floor	New York	NY	10016		646-495-2370		marva.m.levine@verizon.com
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	·				Winston-						
Counsel to Hanesbrands, Inc.	Waldrep LLP	Attn: Thomas W. Waldrep, Jr.	101 S. Stratford Road	Suite 210	Salem	NC	27104		336-717-1440	336-717-1340	notice@waldrepllp.com
,				100 Mulberry Street,							
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Counsel to Wolverine World Wide, Inc. and its	Walshi i izzi o nemy i alanga zzi	/tem stephen v. raianga, 134.	in ce dateway center	1301111001	Newark	143	07012		373 737 1100	373 737 1030	Statutingare Walstiniaw
affiliates, Chervon (HK), Ltd.	Warner Norcross + Judd LLP	Attn: Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, NW	Grand Ranids	MI	49503		616-752-2185	616-222-2185	gtoering@wnj.com
Counsel to Levcom Wall Plaza Associates and West		Attil. Gordon J. Toening	300 THEIT THING CENTER	TIT LYON Street, NVV	Grand Napids	IVII	45505		010 732 2103	010 222 2103	gtoering@wij.com
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											garrett.fail@weil.com
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		Jacqueline Marcus, Garrett A. Fail,									Paloma.VanGroll@weil.com
		Sunny Singh, Jared R. Friedmann,									Jared.Friedmann@weil.com
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•	Whiteford, Taylor & Preston	Attil. Kelliletti IVI. Lewis, Esq.	ZZU VVIIILE FIDIIIS NUDU	405 North King	Tarrytown	INT	10331		214-101-0400		kiewis@wtpiaw.com
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	Williams Legal Advisory Group,		460 D	6 11 100			07400		000 175 755		
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Inc., RBS Partners LP, CRK Partners LLC, SPE Master	r										
I L.P., ESL Partners L.P., SPE I Partners L.P., RBS											
Investment Management LLC, ESL Institutional											philip.anker@wilmerhale.com
Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP	Wilmer Cutler Pickering Hale	Attn: Philip D. Anker, Noah A.									noah.levine@wilmerhale.com
II LLC (collectively, the "ESL Defendants")	and Dorr LLP	Levine & Ryanne E. Perio	7 World Trade Center	250 Greenwich Stree	t New York	NY	10007		212-230-8800	212-230-8888	ryanne.perio@wilmerhale.com
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE COUNTRY	PHONE	FAX	EMAIL
Wilmington Savings Fund Society, FSB, as Trustee	Wilmington Savings Fund	NOTICE NAME	ADDITESS I	ADDITESS 2		JIAIL	TOSTAL CODE COOKINI	ITIONE		ENTITE
of the 7.00% 12.00% PIK-Toggle Notes	Society, FSB	Attn: Patrick J. Healy	501 Carr Road	Suite 100	Wilmington	DF	19801	302-888-7420	302-421-9137	phealy@wsfsbank.com
of the 7.00% 12.00% The Toggle Notes	Society, 13B	Active defices a free sign of the sign of	301 Carr Noua	Julie 100	VVIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII		13001	302 000 7420	302 421 3137	pricary & warabarik.com
Counsel to Wilmington Trust, National Association,	Wilmington Trust, National	Attn: Steven Cimalore, Vice		1100 North Market						
as indeture trustee and collateral agent	Association	President	Rodney Square North	Street	Wilmington	DE	19890-0001		302-651-4149	scimalore@wilmingtontrust.com
	Wilson, Elser, Moskowitz,								1	
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Counsel to Wolf Family Series LP d/b/a Series III,	Wolf, Rifkin, Shapiro, Schulman		11400 West Olympic							
Ontario Enterprises of the Wolf Family Series LP	& Rabkin, LLP	Attn: Simon Aron	Boulevard	9th Floor	Los Angeles	CA	90064-1582	310-478-4100	310-479-1422	saron@wrslawyers.com
		Attn: James N. Lawlor, Esq., Brad J								JLawlor@wmd-law.com
	Wollmuth Maher & Deutsch	Axelrod, Esq., Cassandra								BAxelrod@wmd-law.com
Cousnel to Richard Bruce and Ronald Olbrysh	LLP	Postighone, Esq.	500 Fifth Avenue	12th Floor	New York	NY	10110	212-3300	212-283-0050	CPostighone@wmd-law.com
	Womble Bond Dickinson (US)									
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Counsel to WC Independence Center LLC, WC MRP	World Class Global Business									
Belleville Center, LLC	Services	Attn: Maryann Norwood	Corporate Counsel	814 Lavaca St.	Austin	TX	78701	512-327-3300		mnorwood@world-class.com
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr.	77 West Washington Street	Suite 1220	Chicago	IL	60602	312-440-0020	312-440-4180	tom@attorneyzim.com